

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:

Chapter 11

DELPHI CORPORATION, *et al.*,

Case No. 05-44481

Debtor.

(Jointly Administered)

-----X

**NOTICE REGARDING TRANSFER OF CLAIM NO. 2313
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)**

To: AW Transmission Engineering U.S.A., Inc.
14920 Keel Street
Plymouth, Michigan 48170

Your general unsecured claim, as evidenced by your proof of claim filed on March 8, 2006, against Delphi Automotive Systems, LLC, ("Delphi"), the debtor and debtor in possession in the above-captioned case, in the amount of (i) \$10,444,083.90 (docketed as Claim No. 2313, as such claim was assigned by this Court (attached hereto as Exhibit A), has been transferred, pursuant to the terms of an Evidence of Transfer of Claim (attached hereto as Exhibit B) to Merrill Lynch Credit Products, LLC ("Transferee"), its successors and assigns, with offices located at:

Merrill Lynch Credit Products, LLC
4 World Financial Center, 7th Floor
New York, New York 10080
Attention: Gary S. Cohen / Chris Moon
Tel.: (212) 449-4969

All distributions and notices regarding Claim No. 2313 should be directed to the Transferee's address as set forth above.

No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE YOU MUST FILE A WRITTEN OBJECTION WITH:**

United States Bankruptcy Court
Southern District of New York
Attn: Claims Processing Center
Delphi Corporation Claim Docketing
One Bowling Green
New York, New York 10004-1408

SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.

Refer to Internal Control No. _____ in your objection.

IF YOU FILE AN OBJECTION, A HEARING WILL BE SCHEDULED.

IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE
SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on
_____, 2006.

INTERNAL CONTROL NO. _____

Copy to Transferee: _____

Claims Agent Noticed: _____

Deputy Clerk

EXHIBIT A

Proof of Claim for Claim No. 2313

MAR-24-2006 09:40

MERRILL LYNCH

212 449 2765 P.45/47

United States Bankruptcy Court Southern District Of New York		PROOF OF CLAIM <small>This Space For Court Use Only</small>	
Name of Debtor Delphi Automotive Systems, LLC		Case Number 05-44640(RRD)	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		<div style="border: 2px solid black; padding: 10px; margin: 0 auto; width: 150px;"> RECEIVED MAR 16 2006 CLAIMS PROCESSING CENTER <small>USBC, SDNY</small> </div>	
Name of Creditor (The person or other entity to whom the debtor owes money or property): AW Transmission Engineering U.S.A. Inc.			
Name and Address where notices should be sent: c/o Perkins Coie LLP Attention: Daniel A. Zazove 181 S. Dearborn St. Suite 1700 Chicago, IL 60603-5559 Telephone Number: (312) 324-8400		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. <small>This Space For Court Use Only</small>	
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____	
1. Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)			
2. Date debt was incurred: July 7, 2005		3. If court judgment, date obtained:	
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$8,897,224.20 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ 1,546,859.70 Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: _____ <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of storage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 546(c) (Reclamation Claim) <small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			
5. Total Amount of Claim at Time Case Filed: \$ 8,897,224.20 (Unsecured) 1,546,859.70 (Secured) 10,444,083.90 (Priority) (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		<small>This Space For Court Use Only</small>	
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of existing accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.			
Date: Nov. 28, 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Takao Tohyama, President		

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

EXHIBIT B

Evidence of Transfer of Claim

MAR-24-2006 09:39

MERRILL LYNCH

212 449 2765 P.41/47

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: MERRILL LYNCH CREDIT PRODUCTS, LLC


Michigan **AW TRANSMISSION ENGINEERING U.S.A., INC.,** a corporation organized under the laws of Michigan with offices located at 14920 Keel Street, Plymouth, MI 48170 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to MERRILL LYNCH CREDIT PRODUCTS, LLC, its successors and assigns, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Automotive Systems, LLC, and its affiliates docketed as Claim No. 233 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (Jointly Administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.


IN WITNESS WHEREOF, dated as of the 23rd day of March, 2006.

**AW TRANSMISSION ENGINEERING U.S.A.,
INC.**

WITNESS:


(Signature)

Name: *Masaaki Fusa*
Title: *Executive Coordinator*
(Print name and title of witness)

By: 
(Signature of authorized corporate officer)

Name: *Takao Terayama*
Title: *President*
Tel.: *794-416-5235*

MERRILL LYNCH CREDIT PRODUCTS, LLC

MAR-24-2006 09:40

MERRILL LYNCH

212 449 2765 P.42/47

WITNESS:



(Signature)

Name: *Christopher Moon*
Title:
(Print name and title of witness)

By: 

(Signature of authorized corporate officer)

BC

Name: *Ron Torde*
Title: *Vice President*
Tel.: *212.449.4469*